

PROXY
M&T BANK CORPORATION
ANNUAL MEETING OF STOCKHOLDERS
April 20, 2010
11:00 a.m. (EDT)

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints L. Robert Lieb, Marvin J. Ostreicher and John H. Woodfin as Proxies and authorizes said Proxies, or any one of them, to represent and to vote all of the shares of common stock of M&T Bank Corporation which the undersigned may be entitled to vote at the Annual Meeting of Stockholders to be held on April 20, 2010 and any adjournments thereof (i) as designated on the items set forth on the reverse side and (ii) at the discretion of said Proxies, or any one of them, on such other matters as may properly come before the meeting.

**PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD PROMPTLY
IN THE ENCLOSED POSTAGE-PAID ENVELOPE OR
VOTE VIA THE INTERNET OR BY TELEPHONE.**

(Continued, and to be marked, dated and signed, on the reverse side)



FOLD AND DETACH HERE



M&T BANK CORPORATION — ANNUAL MEETING, APRIL 20, 2010

YOUR VOTE IS IMPORTANT!

Proxy materials are available online at:

<https://www.proxyvotenow.com/mtb>
or <http://ir.mandtbank.com/proxy.cfm>

You can vote in one of three ways:

1. Call **Toll Free 1-888-216-1320** on a Touch-Tone Phone. There is **NO CHARGE** to you for this call.

or

2. Via the Internet at **<https://www.proxyvotenow.com/mtb>** or **<http://ir.mandtbank.com/proxy.cfm>** and follow the instructions.

or

3. Mark, sign and date your proxy card and return it promptly in the enclosed envelope.

PLEASE SEE REVERSE SIDE FOR VOTING INSTRUCTIONS



PLEASE MARK VOTES AS INDICATED IN THIS EXAMPLE

The Board of Directors of M&T Bank Corporation recommends a vote "FOR" the following proposals.

1. ELECTION OF DIRECTORS.

Nominees:

- (1) Brent D. Baird, (2) Robert J. Bennett, (3) C. Angela Bontempo, (4) Robert T. Brady, (5) Michael D. Buckley, (6) T. Jefferson Cunningham III, (7) Mark J. Czarnecki, (8) Colm E. Doherty, (9) Gary N. Geisel, (10) Patrick W.E. Hodgson, (11) Richard G. King, (12) Jorge G. Pereira, (13) Michael P. Pinto, (14) Melinda R. Rich, (15) Robert E. Sadler, Jr., (16) Herbert L. Washington, (17) Robert G. Wilmers

For	Withhold All	For All Except
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. TO APPROVE THE COMPENSATION OF M&T BANK CORPORATION'S NAMED EXECUTIVE OFFICERS.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF M&T BANK CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2010.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

INSTRUCTION: To withhold authority to vote for any nominee(s), mark "For All Except" and write that nominee's(s) name(s) or number(s) in the space provided below.

IF PROPERLY EXECUTED, THIS PROXY WILL BE VOTED AS SPECIFIED OR, IF NOT SPECIFIED, WILL BE VOTED FOR ALL PROPOSALS.

Mark here if you plan to attend the meeting.

Mark here to sign up for future electronic delivery of Annual Reports and Proxy Statements.

Mark here for address change and note change below.

Please be sure to date and sign this proxy card in the box below.

Date:

Sign in box above

PLEASE SIGN EXACTLY AS YOUR NAME(S) APPEAR(S) ON THIS CARD.

When signing as an attorney, executor, administrator, trustee or guardian, please give full title. If a corporation or partnership, write in the full corporate or partnership name and have the President or other authorized officer sign. If shares are held jointly, each holder should sign, but only one signature is required.

*** IF YOU WISH TO VOTE BY TELEPHONE OR INTERNET, PLEASE READ THE INSTRUCTIONS BELOW ***

FOLD AND DETACH HERE IF YOU ARE VOTING BY MAIL

PROXY VOTING INSTRUCTIONS

Stockholders of record have three ways to vote:

1. By Mail (received no later than April 19, 2010); or
2. By Telephone (using a Touch-Tone Phone); or
3. By Internet.

A telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned this proxy. Please note telephone and Internet votes must be cast prior to 3:00 a.m. (EDT), April 20, 2010. It is not necessary to return this proxy if you vote by telephone or Internet.

Vote by Telephone

anytime prior to
3:00 a.m. (EDT), April 20, 2010
Call Toll Free on a Touch-Tone Phone.

1-888-216-1320

Vote by Internet

anytime prior to
3:00 a.m. (EDT), April 20, 2010, go to

<https://www.proxyvotenow.com/mtb>

or

<http://ir.mandtbank.com/proxy.cfm>

Please note that the last vote received, whether by telephone, Internet or by mail, will be the vote counted.

ONLINE PROXY MATERIALS: Access at <https://www.proxyvotenow.com/mtb>
or <http://ir.mandtbank.com/proxy.cfm>

Your vote is important!

